

On September 10, 2008, this court heard the Joint Stipulated Motion For Approval Of Settlement ("Stipulated Motion") brought by Plaintiff Highgate House, LLC ("Highgate") and Defendant Michelex Corporation ("Michelex"). By the Stipulated Motion, the parties sought a determination by the Court that the terms and conditions of the Settlement Agreement entered between the parties (a copy of which was submitted as Exhibit A to the Stipulated Motion) are fair, pursuant to Section 3(a)(10) of the Securities Act of 1933 ("the 1933 Act"), 15 U.S.C. §77c(a)(10). The Court having considered the parties' Stipulated Motion, their Settlement Agreement and all matters submitted at the hearing,

IT IS HEREBY ORDERED THAT:

1. The Court has jurisdiction over the subject matter of this lawsuit and all parties.
2. The Court approves and finds that the terms of the settlement contained in the Settlement Agreement are fair. The Court directs the parties to consummate the settlement in accordance with the terms and provisions of the Settlement Agreement. The shares to be issued by Michelex to Highgate as described in Section II of the Settlement Agreement are to be issued in exchange for bona fide outstanding claims; all parties to whom it is proposed to issue such securities have been given adequate and timely notice of their right to appear at the hearing on the fairness of the settlement contained in the Settlement Agreement; and the shares to be issued in accordance with Section II of the Settlement Agreement are therefore issued pursuant to the exemption from registration set forth in Section 3(a)(10) of the Securities Act of 1933, 15 U.S.C. §77c(a)(10).
3. The Complaint is dismissed without costs as against Michelex.
4. Exclusive jurisdiction is hereby retained over the parties for all matters relating to the administration, interpretation, effectuation or enforcement of the Settlement Agreement and this Order.

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5. Without further order of the Court, the parties mutually may agree in writing to reasonable extensions of time to carry out any of the provisions of the Settlement Agreement.

IT IS SO ORDERED.

Dated:

Sept. 12, 2008

Barbara S. Jones
The Honorable Barbara S. Jones
United States District Judge